

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF GEORGIA
SAVANNAH DIVISION**

In re:	:	Chapter 11
	:	
	:	Case No. 09-40805
TITLEMAX HOLDINGS, LLC, <u>et al.</u> ,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	Hon. Lamar W. Davis, Jr.

**DECLARATION OF CHRISTINA F. PULLO ON BEHALF OF EPIQ
BANKRUPTCY SOLUTIONS, LLC REGARDING VOTING ON,
AND TABULATION OF, BALLOTS ACCEPTING AND REJECTING THIRD
AMENDED PLAN OF REORGANIZATION OF TITLEMAX HOLDINGS, LLC, ET AL.**

Christina F. Pullo, being duly sworn, declares, under penalty of perjury:

1. I am a Vice President and Senior Consultant of Epiq Bankruptcy Solutions, LLC, (“Epiq”), located at 757 Third Avenue, New York, New York 10017. I am authorized to submit this Declaration on behalf of Epiq. I am over the age of 18 years and not a party to the within action.

2. I submit this Declaration with respect to the Third Amended Plan of Reorganization of Titlemax Holdings, LLC, et al., filed on March 15, 2010 (as may be modified and/or amended, the “Plan”).¹ Except as otherwise indicated, all facts set forth herein are based upon my personal knowledge or my review of relevant documents. If I were called upon to testify, I could and would testify competently as to the facts set forth herein.

3. In accordance with the (a) Order Authorizing and Approving the Appointment of Epiq Bankruptcy Solutions, LLC as Noticing, Claims, and Balloting Agent for the Bankruptcy Court, dated April 22, 2009 [Docket No. 27], and (b) Order Approving

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order (as defined below).

Disclosure Statement, Approving Voting and Solicitation Procedures, and Establishing Certain Dates and Procedures for Confirmation Hearing on Plan of Reorganization, dated March 16, 2010 [Docket No. 491] (the “Disclosure Statement Order”), Epiq was appointed to assist the Debtors in connection with, *inter alia*, soliciting, receiving, and tabulating the ballots accepting or rejecting the Plan.

4. Pursuant to the Plan, only holders of Claims in the following Classes were entitled to vote to accept or reject the Plan:

<u>Class</u>	<u>Type of Claim</u>
Class 1	Secured Lender Claims
Class 3	Subordinated Noteholder Claims
Class 5	Litigation Claims

(collectively, the “Voting Classes”).

5. The procedures for the solicitation and tabulation of votes on the Plan are outlined in the Disclosure Statement Order. Epiq was instructed to solicit, review, determine the validity of, and tabulate ballots submitted to vote for the acceptance or rejection of the Plan by the holders of Claims in the Voting Classes.

6. As specified in the Disclosure Statement Order, March 12, 2010 (the “Record Date”) was established as the record date for determining the holders of Claims in the Voting Classes who would be entitled to vote on the Plan.

7. In accordance with the Disclosure Statement Order, Epiq solicited the holders of Claims in the Voting Classes as of the Record Date.

8. Ballots returned by mail, hand delivery, or overnight courier were received by personnel of Epiq at the offices of Epiq in New York, New York. All ballots received by

Epiq were date stamped upon receipt and were processed in accordance with the Disclosure Statement Order.

9. In order for a ballot to be counted as valid, the ballot must have been properly completed in accordance with the Disclosure Statement Order and executed by the relevant holder, or such holder's authorized representative, and must have been received by Epiq by the deadline of 5:00 p.m. (prevailing Eastern Time) on April 7, 2010 (the "Voting Deadline"). All validly executed ballots cast by holders of Claims in the Voting Classes and received by Epiq on or before the Voting Deadline were tabulated as outlined in the Disclosure Statement Order. I declare that the results of the voting by holders of Claims in the Voting Classes are as set forth in Exhibit A hereto, which is a true and correct copy of the final tabulation of votes cast by timely and properly executed ballots received by Epiq.

10. A report of all votes included in the tabulation prepared by Epiq is attached as Exhibit B hereto.

11. A report of all votes not included in the tabulation prepared by Epiq and the reasons for exclusion of such Ballots is attached as Exhibit C hereto.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

DATED: April 9, 2010

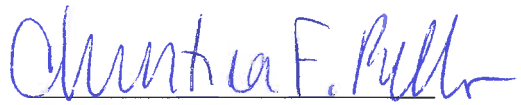

Christina F. Pullo

Exhibit A

TABULATION SUMMARY

TITLEMAX HOLDINGS, LLC, <u>ET AL.</u>				
VOTING CLASS	TOTAL BALLOTS COUNTED			
	ACCEPT		REJECT	
	AMOUNT	NUMBER	AMOUNT	NUMBER
Class 1 Secured Lender Claims	\$149,540,066.99 100%	4 100%	\$0.00 0%	0 0%
Class 3 Subordinated Noteholder Claims	\$1,845,185.00 100%	3 100%	\$0.00 0%	0 0%
Class 5 Litigation Claims	\$750,005.56 100%	4 100%	\$0.00 0%	0 0%

Exhibit B

Titlemax Holdings, LLC, et al.
Class 1 (Secured Lender Claims)

Class	Claim Name	Voting Amount	Total Voting Amount	Accept/Reject	Ballot Number
1	FORTRESS CREDIT OPPORTUNITIES I LP	\$5,061,563.20	\$5,061,563.20	Accept	8
1	FORTRESS CREDIT FUNDING I LP	\$12,423,225.10	\$12,423,225.10	Accept	9
1	FORTRESS CREDIT FUNDING III LP	\$12,423,225.10	\$12,423,225.10	Accept	10
1	MERRILL LYNCH MORTGAGE CAPITAL, INC.	\$119,632,053.59	\$119,632,053.59	Accept	11
Totals		\$149,540,066.99	\$149,540,066.99		

TOTAL AMOUNT VOTING:	\$149,540,066.99
AMOUNT ACCEPTING PLAN:	\$149,540,066.99
AMOUNT REJECTING PLAN:	\$0.00
VOTERS ACCEPTING:	4
VOTERS REJECTING:	0
PERCENT AMOUNT ACCEPTING:	100%
PERCENT AMOUNT REJECTING:	0%
PERCENT VOTERS ACCEPTING:	100%
PERCENT VOTERS REJECTING:	0%

Titlemax Holdings, LLC, et al.
Class 3 (Subordinated Noteholder Claims)

Class	Claim Name	Voting Amount	Total Voting Amount	Accept/Reject	Ballot Number
3	DASCOMBE, WILLIAM	\$113,127.00	\$113,127.00	Accept	3
3	FIRST CITY ASSOCIATES, LLP	\$288,676.00	\$288,676.00	Accept	1
3	GREGORY M. PARKER, INC	\$1,443,382.00	\$1,443,382.00	Accept	2
Totals		\$1,845,185.00	\$1,845,185.00		

TOTAL AMOUNT VOTING:	\$1,845,185.00
AMOUNT ACCEPTING PLAN:	\$1,845,185.00
AMOUNT REJECTING PLAN:	\$0.00
VOTERS ACCEPTING:	3
VOTERS REJECTING:	0
PERCENT AMOUNT ACCEPTING:	100%
PERCENT AMOUNT REJECTING:	0%
PERCENT VOTERS ACCEPTING:	100%
PERCENT VOTERS REJECTING:	0%

Titlemax Holdings, LLC, et al.
Class 5 (Litigation Claims)

Class	Claim Name	Voting Amount	Total Voting Amount	Accept/Reject	Ballot Number
5	KROGER, KELLY	\$563,333.31	\$563,333.31	Accept	5
5	ROBERTSON, SHANNON	\$100,000.00	\$100,000.00	Accept	4
5	SCOTT, MAURICE W.	\$74,000.00		Accept	6
5	SCOTT, MAURICE W.	\$8,000.00	\$82,000.00	Accept	6
5	SPEEDEE CASH	\$4,672.25	\$4,672.25	Accept	7
Totals		\$750,005.56	\$750,005.56		

TOTAL AMOUNT VOTING:	\$750,005.56
AMOUNT ACCEPTING PLAN:	\$750,005.56
AMOUNT REJECTING PLAN:	\$0.00
VOTERS ACCEPTING:	4
VOTERS REJECTING:	0
PERCENT AMOUNT ACCEPTING:	100%
PERCENT AMOUNT REJECTING:	0%
PERCENT VOTERS ACCEPTING:	100%
PERCENT VOTERS REJECTING:	0%

Exhibit C

Titlemax Holdings, LLC, et al.
Report of Ballots Excluded from Tabulation

Class	Claim Name	Voting Amount	Total Voting Amount	Accept/Reject	Ballot Number	Reason for Exclusion
1	FORTRESS CREDIT OPPORTUNITIES I LP	\$5,061,563.20	\$5,061,563.20	Accept	12	DUPLICATE
1	FORTRESS CREDIT FUNDING I LP	\$12,423,225.10	\$12,423,225.10	Accept	13	DUPLICATE
1	FORTRESS CREDIT FUNDING III LP	\$12,423,225.10	\$12,423,225.10	Accept	14	DUPLICATE